

STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 7599

Joint Petition of Northern New England Telephone)
Operations LLC, Telephone Operating Company of)
Vermont LLC, d/b/a FairPoint Communications,)
Enhanced Communications of Northern New England,)
Inc., and FairPoint Vermont, Inc. (collectively,)
"FairPoint") for (1) approval of an indirect acquisition of)
a controlling interest in these companies; (2) approval of)
a Settlement between the Department of Public Service)
and FairPoint; (3) approval of the modification of certain)
Certificates of Public Good issued in Docket 7270; and)
(4) approval of certain other transactions)

Order entered: 3/5/2010

PREHEARING CONFERENCE MEMORANDUM,
SCHEDULE FOR THE DOCKET, AND NOTICE OF WORKSHOP

On February 19, 2010, Northern New England Telephone Operations LLC, Telephone Operating Company of Vermont LLC, d/b/a FairPoint Communications, Enhanced Communications of Northern New England, Inc. (collectively, "FairPoint"), and FairPoint Vermont, Inc. ("FairPoint Vermont") filed a petition with the Vermont Public Service Board ("Board"), pursuant to 30 V.S.A. § 107 for approval of the indirect acquisition of a controlling interest in FairPoint and FairPoint Vermont, for the amendment of FairPoint's Certificates of Public Good pursuant to 30 V.S.A. § 231, and for approval of a pledge of the membership interests of Telephone Operating Company of Vermont LLC by Northern New England Telephone Operations LLC pursuant to 30 V.S.A. §§ 108 and 232. On February 24, 2010, FairPoint filed an amended petition with the Board reflecting revisions made to paragraph 10 and the deletion of paragraph 11 from the petition filed on February 19.

On March 4, 2010, the Board convened a prehearing conference. At the prehearing conference, appearances were entered by: Nancy Malmquist, Esq., Downs Rachlin Martin PLLC, for FairPoint and FairPoint Vermont; James Porter, Esq., for the Vermont Department of Public Service ("Department"); Gregory Kennan, Esq., Fagelbaum & Heller, LP, for National

Mobile Telecommunications Corp., d/b/a Sovernet Communications; Paula Foley, Esq., for Conversent Communications of Vermont, LLC, CTC Communications Corp., and Lightship Telecom, LLC, all doing business as One Communications; Karen Tyler, Esq., Shems Dunkiel Raubvogel & Saunders PLLC, for Comcast Phone of Vermont LLC; and Victoria Brown, Esq., Primmer Piper Ellgeston & Cramer PC, for Vermont Electric Cooperative, Inc., Central Vermont Public Service Corporation, Green Mountain Power Corporation, Barton Village, Inc. Electric Department, Village of Enosburg Falls Water & Light, Town of Hardwick Electric Department, Village of Hyde Park Electric Department, Village of Jacksonville Electric Company, Village of Lyndonville Electric Department, Village of Morrisville Water & Light Department, Town of Readsboro Electric Department, Swanton Village, Inc. Electric Department, and Town of Stowe Electric Department.

At the prehearing, the Department proposed scheduling a workshop involving FairPoint's Chapter 11 Bankruptcy proceeding and proposed plan for reorganization. The workshop would be conducted by the Department's bankruptcy counsel. After discussing the workshop proposal with the parties, we agreed to schedule the workshop as outlined below, which will be transcribed by a court reporter.

Below we set forth a modified schedule for this docket, based on a proposed schedule circulated by the Department and discussions with the parties at the prehearing conference. No party present objected to the schedule.

Department Testimony (other than financial)	March 10, 2010
Public Hearing (via Vermont Interactive Television)	TBD
Deadline for Motions to Intervene	March 15, 2010, with responses due seven calender days after each motion is filed
Discovery on FairPoint	March 15, 2010
Discovery on the Department	March 17, 2010
Discovery Responses by FairPoint	March 29, 2010
Discovery Responses by the Department	March 31, 2010

Bankruptcy Workshop	March 31, 2010, at 1:30 p.m. in the Board Hearing Room
Intervenor Testimony	April 5, 2010
Supplemental Testimony in Response to Board Questions	April 5, 2010
Department Financial Testimony and Recommendation	April 12, 2010
Discovery on Intervenor Testimony	April 15, 2010
Discovery on Department Financial Testimony and Recommendation	April 19, 2010
Discovery Responses of Intervenors	April 29, 2010
Discovery Responses of Department (Re: Financial Testimony and Recommendation)	April 30, 2010
Rebuttal Testimony (All Parties)	May 7, 2010
Technical Hearings	May 11–13, 2010 (Backup Dates: May 25 and 26)
Proposed Findings	May 24, 2010
Board Order	TBD

So ORDERED.

Dated at Montpelier, Vermont, this 5th day of March, 2010.

<u>s/ James Volz</u>)	
)	PUBLIC SERVICE
)	
<u>s/ David C. Coen</u>)	BOARD
)	
)	OF VERMONT
<u>s/ John D. Burke</u>)	

OFFICE OF THE CLERK

FILED: March 5, 2010

ATTEST: s/ Susan M. Hudson
Clerk of the Board

NOTICE TO READERS: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board (by e-mail, telephone, or in writing) of any apparent errors, in order that any necessary corrections may be made. (E-mail address: psb.clerk@state.vt.us)